

ATTACHMENT B

CERTIFICATE OF CORPORATE RESOLUTIONS

WHEREAS, TD BANK, N.A. (“TDBNA”) and TD BANK US HOLDING COMPANY (“TDBUSH”) (together, the “Defendants”), together with its legal counsel, have been engaged in discussions with the United States Department of Justice, Criminal Division, the Money Laundering and Asset Recovery Section (“MLARS”), and the United States Attorney’s Office for the District of New Jersey (the “USAO-DNJ”) (collectively, the “Offices”) in relation to the Offices’ investigation of violations of Title 18, United States Code, Section 371; Title 31, United States Code, Sections 5313, 5318(h), 5322, and 5324; and Title 18, United States Code, Section 1956 by the Defendants and certain of the Defendants’ employees and agents;

WHEREAS, in order to resolve such discussions, it is proposed that the Defendants enter into the Plea Agreements with the Offices (the “Agreements”);

WHEREAS, the Boards of Directors of the Defendants (the “Boards”) have had the opportunity to receive legal advice from the Defendants’ General Counsel, Cynthia Adams, together with outside counsel for the Defendants, in respect of the terms of the Agreements and of the Defendants’ rights, the possible defenses, the Sentencing Guidelines’ provisions, and the consequences of entering into such Agreements with the Offices;

NOW, THEREFORE BE IT RESOLVED by the Boards that:

1. The Defendants (a) acknowledge the filing of the one-count Information charging TDBNA with conspiring to: (i) fail to establish, implement, and maintain an appropriate anti-money laundering (“AML”) program, contrary to Title 31, United States Code, Sections 5318(h) and 5322, (ii) fail to file accurate Currency Transaction Reports (“CTRs”), contrary to Title 31, United States Code, Sections 5313 and 5324, and (iii) launder monetary instruments, contrary to

Title 18 United States Code, Section 1956(a)(2)(B)(i), in violation of Title 18 United States Code, Section 371, and the two-count Information charging TDBUSH with failing to (1) establish, implement, and maintain an appropriate AML program, in violation of Title 31, United States Code, Sections 5318(h) and 5322 and (2) file accurate CTRs in violation of Title 31, United States Code, Sections 5313 and 5324; (b) waive indictment on such charges and enter into the Agreements with the Offices; (c) agree to pay a fine of \$1,434,513,478.40; (d) agree to accept a Total Criminal Forfeiture/Money Judgment of \$452,432,302; (e) admit the Court's jurisdiction over the Defendants and the subject matter of such action and consent to the judgments therein; and (f) agree to undertake certain compliance, monitor, and disclosure obligations as set forth in the Agreements;

2. The Defendants accept the terms and conditions of the Agreements, including, but not limited to: (a) a knowing waiver of their rights to a speedy trial pursuant to the Sixth Amendment to the United States Constitution, Section 3161 of Title 18 of the United States Code, and Federal Rule of Criminal Procedure 48(b); (b) a knowing waiver for purposes of the Agreements and any charges by the United States arising out of the conduct described in the Statement of Facts attached to the Agreements of any objection with respect to venue and consent to the filing of the Informations, as provided under the terms of the Agreements, in the United States District Court for the District of New Jersey; and (c) a knowing waiver of any defenses based on the statute of limitations for any prosecution relating to the conduct described in the Statement of Facts attached to the Agreements and Informations or relating to conduct known to the Offices prior to the date on which these Agreements are signed that is not time-barred by the applicable statute of limitations on the date of the signing of these Agreements;

3. The General Counsel of TDBNA and TDBUSH, Cynthia Adams, is hereby

authorized, empowered, and directed, on behalf of the Defendants, to execute the Agreements substantially in such form as reviewed by the Boards, with such changes as General Counsel of TDBNA and TDBUSH, Cynthia Adams, may approve;

4. The General Counsel of TDBNA and TDBUSH, Cynthia Adams, is hereby authorized, empowered, and directed to take any and all actions as may be necessary or appropriate and to approve the forms, terms, or provisions of any agreements or other documents as may be necessary or appropriate to carry out and effectuate the purpose and intent of the foregoing resolutions; and

5. All of the actions of the General Counsel of TDBNA and TDBUSH, Cynthia Adams, which would have been authorized by the foregoing resolutions except that such actions were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved, and adopted as actions on behalf of the Defendants.

Date: _____

By: _____


Mark Chauvin, Chairman of the Board
TD BANK, N.A.

CERTIFICATE OF CORPORATE RESOLUTIONS

WHEREAS, TD BANK, N.A. (“TDBNA”) and TD BANK US HOLDING COMPANY (“TDBUSH”) (together, the “Defendants”), together with its legal counsel, have been engaged in discussions with the United States Department of Justice, Criminal Division, the Money Laundering and Asset Recovery Section (“MLARS”), and the United States Attorney’s Office for the District of New Jersey (the “USAO-DNJ”) (collectively, the “Offices”) in relation to the Offices’ investigation of violations of Title 18, United States Code, Section 371; Title 31, United States Code, Sections 5313, 5318(h), 5322, and 5324; and Title 18, United States Code, Section 1956 by the Defendants and certain of the Defendants’ employees and agents;

WHEREAS, in order to resolve such discussions, it is proposed that the Defendants enter into the Plea Agreements with the Offices (the “Agreements”);

WHEREAS, the Boards of Directors of the Defendants (the “Boards”) have had the opportunity to receive legal advice from the Defendants’ General Counsel, Cynthia Adams, together with outside counsel for the Defendants, in respect of the terms of the Agreements and of the Defendants’ rights, the possible defenses, the Sentencing Guidelines’ provisions, and the consequences of entering into such Agreements with the Offices;

NOW, THEREFORE BE IT RESOLVED by the Boards that:

6. The Defendants (a) acknowledge the filing of the one-count Information charging TDBNA with conspiring to: (i) fail to establish, implement, and maintain an appropriate anti-money laundering (“AML”) program, contrary to Title 31, United States Code, Sections 5318(h) and 5322, (ii) fail to file accurate Currency Transaction Reports (“CTRs”), contrary to Title 31, United States Code, Sections 5313 and 5324, and (iii) launder monetary instruments, contrary to Title 18 United States Code, Section 1956(a)(2)(B)(i), in violation of Title 18 United States Code,

Section 371, and the two-count Information charging TDBUSH with failing to (1) establish, implement, and maintain an appropriate AML program, in violation of Title 31, United States Code, Sections 5318(h) and 5322 and (2) file accurate CTRs in violation of Title 31, United States Code, Sections 5313 and 5324; (b) waive indictment on such charges and enter into the Agreements with the Offices; (c) agree to pay a fine of \$1,434,513,478.40; (d) agree to accept a Total Criminal Forfeiture/Money Judgment of \$452,432,302; (e) admit the Court's jurisdiction over the Defendants and the subject matter of such action and consent to the judgments therein; and (f) agree to undertake certain compliance, monitor, and disclosure obligations as set forth in the Agreements;

7. The Defendants accept the terms and conditions of the Agreements, including, but not limited to: (a) a knowing waiver of their rights to a speedy trial pursuant to the Sixth Amendment to the United States Constitution, Section 3161 of Title 18 of the United States Code, and Federal Rule of Criminal Procedure 48(b); (b) a knowing waiver for purposes of the Agreements and any charges by the United States arising out of the conduct described in the Statement of Facts attached to the Agreements of any objection with respect to venue and consent to the filing of the Informations, as provided under the terms of the Agreements, in the United States District Court for the District of New Jersey; and (c) a knowing waiver of any defenses based on the statute of limitations for any prosecution relating to the conduct described in the Statement of Facts attached to the Agreements and Informations or relating to conduct known to the Offices prior to the date on which these Agreements are signed that is not time-barred by the applicable statute of limitations on the date of the signing of these Agreements;

8. The General Counsel of TDBNA and TDBUSH, Cynthia Adams, is hereby authorized, empowered, and directed, on behalf of the Defendants, to execute the Agreements

substantially in such form as reviewed by the Boards, with such changes as General Counsel of TDBNA and TDBUSH, Cynthia Adams, may approve;

9. The General Counsel of TDBNA and TDBUSH, Cynthia Adams, is hereby authorized, empowered, and directed to take any and all actions as may be necessary or appropriate and to approve the forms, terms, or provisions of any agreements or other documents as may be necessary or appropriate to carry out and effectuate the purpose and intent of the foregoing resolutions; and

10. All of the actions of the General Counsel of TDBNA and TDBUSH, Cynthia Adams, which would have been authorized by the foregoing resolutions except that such actions were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved, and adopted as actions on behalf of the Defendants.

Date: _____

By: _____


Mark Chauvin, Chairman of the Board
TD BANK US HOLDING COMPANY